

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA**

In Re:

Rancher's Legacy Meat Co.,

Debtor.

Case No.: 19-32928-MER
Chapter 11 Case

**NOTICE OF HEARING AND FIFTH INTERIM APPLICATION FOR ALLOWANCE
OF FEES AND EXPENSES OF FOLEY & MANSFIELD P.L.L.P., LEGAL COUNSEL
AND ADVISORS FOR RANCHER'S LEGACY MEAT CO.**

TO: The United States Trustee and all parties in interest as specified in Local Rule 9013-3

1. Foley & Mansfield P.L.L.P. ("Applicant") makes this Application for allowance of fees and reimbursement of expenses for services performed by Applicant, legal counsel and advisors for the Debtor Rancher's Legacy Meat Co. (the "Debtor"), and gives notice of hearing herewith.

2. The Court will hold a hearing on this Application on **Thursday, January 29, 2021 at 10:30 a.m.** or as soon thereafter as counsel may be heard, before the Honorable Michael E. Ridgway, Courtroom 7W, United States Courthouse, 300 South Fourth Street, Minneapolis, Minnesota.

3. Any response to this Application must be filed and delivered to the Applicant no later than **Friday, January 22, 2021**, which is five days before the time set for the hearing (including Saturdays, Sundays and holidays). **UNLESS A RESPONSE OPPOSING THE APPLICATION IS TIMELY FILED, THE COURT MAY APPROVE THE APPLICATION WITHOUT A HEARING.**

4. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334, Bankruptcy Rule 5005 and Local Rule 1070-1. This Application is filed under Bankruptcy Rule 2016 and Local Rule 2016-1. This Application arises under 11 U.S.C. §§ 328(a), 330 and 331. Applicant requests allowance of compensation for professional services rendered and for reimbursement of expenses. This is a core proceeding. The petition commencing this chapter 11 bankruptcy case was filed on September 20, 2019 (the “Petition Date”).

5. By Order dated October 15, 2019, Applicant was authorized by the Court to represent the Debtor. A copy of the Order approving Applicant’s retention is attached to this Application as **Exhibit A**.

6. The terms of the employment and compensation sought therefore are as set forth in the Application to employ Foley & Mansfield P.L.L.P. [Docket #15].

7. By Order dated January 9, 2020 [Docket # 110], Debtor was authorized to remit payment in the full amount requested in Applicant’s First Interim Application covering services provided to the Debtor from September 20, 2019 through November 30, 2019. A copy of that Order is attached to this Application as **Exhibit B**.

8. Applicant received a \$100,000.00 retainer of which \$60,563.08 was applied to pre-petition fees and disbursements for services rendered by Applicant prior to the commencement of bankruptcy proceedings on September 20, 2019. The remaining \$39,436.92 was applied as a credit to the fees as allowed by the Court on January 9, 2020 in connection with Applicant’s First Interim Application.

9. By Order dated April 30, 2020 [Docket # 199], Debtor was authorized to remit payment in the full amount requested in Applicant’s Second Interim Application covering

services provided to the Debtor from December 1, 2019 through March 31, 2020. A copy of that Order is attached to this Application as **Exhibit C**.

10. By Order dated August 13, 2020 [Docket # 274], Debtor was authorized to remit payment in the full amount requested in Applicant's Third Interim Application covering services provided to the Debtor from April 1, 2020 through June 30, 2020. A copy of that Order is attached to this Application as **Exhibit D**.

11. By Order dated November 5, 2020 [Docket # 308], Debtor was authorized to remit payment in the full amount requested in Applicant's Fourth Interim Application covering services provided to the Debtor from July 1, 2020 through September 30, 2020. A copy of that Order is attached to this Application as **Exhibit E**.

12. As of the date of this Application, no plan of reorganization has been confirmed in this chapter 11 bankruptcy case.

13. Applicant believes that Debtor is current in payment of ordinary operating expenses and any allowed administrative expenses, that any quarterly fees have been or will be paid as required by the United States Trustee, and that all monthly operating reports are being timely filed.

RELIEF REQUESTED

14. By this Application, Applicant requests allowance of all professional fees and expenses for services rendered between October 1, 2020 and continuing through December 31, 2020 (the "Application Period") in the amount of **\$47,266.96**. Fees for the application period totaled \$41,555.00 and expenses totaled \$5,711.96

15. The professional services rendered by Applicant and the unreimbursed expenses incurred during the Application Period are detailed on the attached **Exhibit F**.

16. The following is a non-exhaustive summary of the services provided by Applicant to Debtor during the Application Period:

- I) **Ratcliff Adversary Proceeding and Related Appeals** – Services included research and drafting of supplemental briefing requested by Judge Brasel; review and analysis of appellant’s supplemental brief; preparation and attendance at appellate oral argument;
- II) **Motions** – Services included review and analysis of motion to dismiss/convert case filed by Ratcliff; drafting of objection to motion to dismiss/convert; drafting and revision of application to employ A. Lomen and S. Full as consultants; review and analysis of order approving 9019 motion re 19-ap-3095; review and analysis of UST response in support of motion to convert case; review and analysis of Ratcliff’s reply memo in support of motion to convert case; preparation for depositions of A. Lomen and R. Peterson in connection with evidentiary hearing on motion to convert;
- III) **Fee Applications** – Services included review and analysis of fee applications filed by Committee professionals, Drafting and revision of fourth interim fee application for Foley & Mansfield, Drafting and revision of fourth interim fee application of Platinum Management; review and analysis of Ratcliff’s objections to fourth interim fee applications of debtor’s professionals; Review and analysis of orders approving various fee applications.
- IV) **Monthly Operating Reports** – Services include review and analysis of financial reports prepared by Debtor and Financial Advisors in connection with Monthly Operating Reports; Drafting, filing and service of Monthly Operating Reports;
- V) **Correspondence with Financial Advisors and Committee Counsel** – Services included preparation for and attendance at regular conference calls with Financial Advisors and Committee counsel to discuss current case events and anticipated next steps; review and analysis of TCF Bank correspondence indicating full PPP loan forgiveness is expected;
- VI) **Sales Process and Related Appeals** – Services included review and analysis of A/R reconciliation reports; discussion of post-close reporting and employment issues with UST; attention to buyer’s request for consent to use of name issue; research and drafting of supplemental briefing requested by Judge Brasel; correspondence with Ratcliff regarding payment of Ochsner secured claim; review and analysis of appellant’s supplemental brief; preparation and attendance at appellate oral argument;
- VII) **Settlement/Mediation** – Services include review and analysis of Ratcliff settlement proposal; discussions with Committee counsel regarding strategy for settlement counterproposal;

VIII) Chapter 11 Plan – Services included drafting and revision of First Amended Disclosure Statement; Drafting and revision of First Amended Chapter 11 plan; drafting of Second Amended Plan and Disclosure Statement;

IX) A/R Collection Issues – Services include drafting of demand letter to Blue Grace Logistics; Review and response to Blue Grace Logistic’s response to demand letter; drafting of demand letter Performance Food Group;

17. All services for which compensation is requested by Applicant were performed for and on behalf of the Debtor, and not on behalf of the bankruptcy estate, any individual creditor, creditor committee or other person.

18. The amount requested herein constitutes reasonable compensation for actual and necessary services rendered by Applicant based on the nature of such services, the extent and the value of such services, the time spent on such services, and the cost of comparable services other than in a case under Title 11.

19. Applicant has not entered into any agreement, express or implied, with any other party in interest, including the creditor committee, any individual creditor, receiver, trustee, or any representative of any of them, or with any attorneys for such party-in-interest in the proceedings for the purpose of fixing fees or other compensation to be paid to such party-in-interest in the proceedings for services rendered or expenses incurred from the assets of the estate in excess of the compensation allowed by law.

WHEREFORE, Foley & Mansfield P.L.L.P. respectfully requests that the Court enter an Order:

- A. Allowing Foley & Mansfield P.L.L.P. compensation in the amount of **\$47,266.96** for services rendered and fees incurred for the period from October 1, 2020 through December 31, 2020; and
- B. Authorizing Debtor’s bankruptcy estate to pay Foley & Mansfield P.L.L.P. the fees and expenses allowed herein; and
- C. Granting such other and further relief as may be just and proper.

Dated: January 7, 2021

FOLEY & MANSFIELD, PLLP

BY: /s/ Cameron A. Lallier

Thomas J. Lallier (MN #163041)
Cameron A. Lallier (MN #393213)
250 Marquette Avenue, Suite 1200
Minneapolis, MN 55401
Telephone: (612) 338-8788

Attorneys for Debtor

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA**

In Re:	Case No.: 19-32928-MER
Rancher's Legacy Meat Co., Debtor.	Chapter 11

**ORDER PURSUANT 11 U.S.C. § 327 AUTHORIZING THE
RETENTION AND EMPLOYMENT OF FOLEY & MANSFIELD, P.L.L.P. AS
COUNSEL FOR THE DEBTOR**

Upon the Application (the "Application") of Rancher's Legacy Meat Co., the Debtor and Debtor-in-Possession in the above-captioned Chapter 11 case (the "Debtor"), for entry of an Order under 11 U.S.C. § 327 authorizing the retention of the law firm of Foley & Mansfield, P.L.L.P. to represent the Debtor in this case.

IT IS HEREBY ORDERED ADJUDGED AND DECREED THAT:

1. The Application is GRANTED. In accordance with 11 U.S.C. § 327, the Debtor is authorized to employ Foley & Mansfield to perform the services as set forth in the Application. The effective date of this authorization shall be governed by Local Rule 2014-1(b).

2. Foley & Mansfield may file fee applications on 30-day intervals from the commencement of the case

Dated this 15th day of October, 2019.

NOTICE OF ELECTRONIC ENTRY AND FILING ORDER OR JUDGMENT Filed and Docket Entry made on 10/15/2019 Lori Vosejпка, Clerk, By klk, Deputy Clerk

/e/ Michael E. Ridgway

Hon. Michael E. Ridgway
United States Bankruptcy Judge

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA

In Re:

Rancher's Legacy Meat Co.,
Debtor.

Case No.: 19-32928-MER
Chapter 11 Case

ORDER ALLOWING FEES & EXPENSES OF FOLEY & MANSFIELD P.L.L.P.

This matter came before the Court on the First Interim Application for Allowance of Fees and Expenses of Foley & Mansfield P.L.L.P., legal advisors and counsel for the Debtor, from September 20, 2019 through November 30, 2019. Appearances were noted in the record. Based on the submissions of Applicant and the documents of record herein,

IT IS HEREBY ORDERED;

1. Foley & Mansfield P.L.L.P. fees incurred between September 20, 2019 through November 30, 2019, in the amount of **\$93,854.79**, are hereby allowed; and
2. Debtor's bankruptcy estate is authorized to pay Foley & Mansfield P.L.L.P. the fees and expenses allowed herein in the manner set forth in the First Interim Application for Allowance of Fees and Expenses of Foley & Mansfield P.L.L.P.

Dated: January 9, 2019

/s/ Michael E. Ridgway

Michael E. Ridgway
Chief Judge of the United States Bankruptcy Court

NOTICE OF ELECTRONIC ENTRY AND
FILING ORDER OR JUDGMENT
Filed and Docket Entry made on 01/09/2020
Lori Vosejpka, Clerk, by MJS

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA**

In Re:

Rancher's Legacy Meat Co.,

Debtor.

Case No.: 19-32928-MER
Chapter 11 Case

ORDER ALLOWING FEES & EXPENSES OF FOLEY & MANSFIELD P.L.L.P.

This matter came before the Court on the Second Interim Application for Allowance of Fees and Expenses of Foley & Mansfield P.L.L.P., legal advisors and counsel for the Debtor, from December 1, 2019 through March 31, 2020. Appearances were noted in the record. Based on the submissions of Applicant and the documents of record herein,

IT IS HEREBY ORDERED;

1. Foley & Mansfield P.L.L.P. fees and expenses incurred between December 1, 2019 through March 31, 2020, in the amount of \$100,262.77, are hereby allowed; and

2. Debtor's bankruptcy estate is authorized to pay Foley & Mansfield P.L.L.P. the fees and expenses allowed herein.

Dated: April 30, 2020

/s/ Michael E. Ridgway

Hon. Michael E. Ridgway
Chief Judge of the United States Bankruptcy Court

NOTICE OF ELECTRONIC ENTRY AND FILING ORDER OR JUDGMENT Filed and Docket Entry made on <u>04/30/2020</u> Lori Vosejпка, Clerk, by MJS

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA

In Re:

Rancher's Legacy Meat Co.,

Debtor.

Case No.: 19-32928-MER

Chapter 11 Case

ORDER ALLOWING FEES & EXPENSES OF FOLEY & MANSFIELD P.L.L.P.

This matter came before the Court on the Third Interim Application for Allowance of Fees and Expenses of Foley & Mansfield P.L.L.P., legal advisors and counsel for the Debtor, from April 1, 2020 through June 30, 2020. Appearances were noted in the record. Based on the submissions of Applicant and the documents of record herein,

IT IS HEREBY ORDERED.

1. Foley & Mansfield P.L.L.P. fees and expenses incurred between April 1, 2020 through June 30, 2020, in the amount of **\$104,855.63**, are hereby allowed; and

2. Debtor's bankruptcy estate is authorized to pay Foley & Mansfield P.L.L.P. the fees and expenses allowed herein.

Dated *August 13, 2020*

/s/ Michael E. Ridgway

Hon. Michael E. Ridgway
Chief Judge of the United States Bankruptcy Court

NOTICE OF ELECTRONIC ENTRY AND
FILING ORDER OR JUDGMENT
Filed and Docket Entry made on *08/13/2020*
Lori Vosejka, Clerk, by MJS

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA

In Re:

Rancher's Legacy Meat Co.,
Debtor.

Case No.: 19-3292-MER
Chapter 11 Case

ORDER ALLOWING FEES & EXPENSES OF FOLEY & MANSFIELD P.L.L.P.

This matter came before the Court on the Fourth Interim Application for Allowance of Fees and Expenses of Foley & Mansfield P.L.L.P., legal advisors and counsel for the Debtor, from July 1, 2020 through September 30, 2020. Appearances were noted in the record. Based on the submissions of Applicant and the documents of record herein,

IT IS HEREBY ORDERED;

1. Foley & Mansfield P.L.L.P. fees and expenses incurred between July 1, 2020 through September 30, 2020, in the amount of \$82,408.98, are hereby allowed; and

2. Debtor's bankruptcy estate is authorized to pay Foley & Mansfield P.L.L.P. the fees and expenses allowed herein.

Dated: *November 5, 2020*

/e/ Michael E. Ridgway

Hon. Michael E. Ridgway
Chief Judge of the United States Bankruptcy Court

NOTICE OF ELECTRONIC ENTRY AND
FILING ORDER OR JUDGMENT
Filed and Docket Entry made on *11/05/2020*
Lori Vosejka, Clerk, by MJS

250 Marquette Ave | Suite 1200 | Minneapolis, MN 55401
612-338-8788
Tax ID NO. 41-1646736

Invoice 2609029

Arlyn Lomen
Ranchers Legacy Meat Company
4301 White Bear Parkway
Vadnais Heights, MN 55110

Invoice Date 11/09/2020
Work Billed Through 10/31/2020

Ranchers Legacy Meat Company
Matter ID: 018510-000003 - Cameron A. Lallier
Re: In Re Bankruptcy Related Work

Current Fees	\$17,655.00
Current Disbursements	\$430.79

Total Due	\$18,085.79
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Ranchers Legacy Meat Company

11/09/2020

Re: In Re Bankruptcy Related Work

Invoice 2609029

ID: 018510-000003 - CAL

Page 2

Fees

Date	Atty	Description	Hours	Amount
10/01/20	CAL	Review and analyze correspondence and supporting documents received from A. Lomen for check runs on 10/1 and 10/2/2020 as part of A/R reconciliation process between debtor and buyer; Review and analyze P. Brennan's response to same.	0.30	\$105.00
10/01/20	CAL	Review and analyze correspondences between F. Bernard and A. Lomen regarding reconciliation of ACHs which cleared TCF account on 10/1/2020.	0.30	\$105.00
10/01/20	CAL	Review and analyze correspondence from A. Czech providing wire instructions for refund of closing overpayment made by Rancher's US OP LLC.	0.20	\$70.00
10/01/20	CAL	Review and analyze RLM Closing Proceeds Reconciliation prepared by P. Brennan to provide additional, succinct summary of sales closing and post-petition payable information to K. Edstrom pursuant to request for same in pending mediation.	0.30	\$105.00
10/05/20	CAL	Review and analyze TCF account reconciliation report circulated by F. Barnard on 10/5/2020.	0.30	\$105.00
10/05/20	CAL	Telephonic conference with M. Fadlovich to discuss post-closing reporting and employment issues.	0.40	\$140.00
10/06/20	TJL	Review and analyze information from Mr. Lomen re: true up with buyer.	0.40	\$140.00
10/06/20	CAL	Draft demand letter to Blue Grace Logistics regarding \$26,848.00 balance owing to Rancher's following untimely delivery.	0.50	\$175.00
10/06/20	CAL	Review and analyze interim fee application filed by Bassford Remele on 10/6/2020.	0.30	\$105.00
10/06/20	CAL	Draft demand letter to Performance Food Group regarding \$15,518.48 balance owing to Rancher's for unpaid invoices.	0.50	\$175.00
10/06/20	CAL	Review and analyze motion to dismiss or convert case filed by Ratcliff on 10/6/2020.	1.50	\$525.00
10/07/20	TJL	Review and analyze motion to convert; telephone conference re: UCC and debtor resume.	0.90	\$315.00
10/07/20	CAL	Review and analyze correspondence from F. Barnard to A. Lomen and S. Full requesting check registers and back up documents (invoices) for requested check runs.	0.20	\$70.00
10/07/20	CAL	Review and respond to correspondence from Judge Ridgway's chambers regarding status of disclosure statement hearing set for 10/15/2020; Draft correspondence to committee counsel regarding same.	0.30	\$105.00
10/07/20	CAL	Review and analyze revised TCF check register reconciliation report and correspondence explaining same circulated by F. Barnard on 10/7/2020.	0.30	\$105.00
10/07/20	CAL	Draft fourth interim fee application of Platinum Management.	1.50	\$525.00
10/07/20	CAL	Prepare for and participate in conference call with committee counsel and T. Lallier to discuss strategy for responding to motion to dismiss/convert case recently filed by Ratcliff.	0.60	\$210.00
10/09/20	CAL	Draft application of Debtor to employ A. Lomen and S. Neuman-Full as consultants and circulate same for review and comment.	1.00	\$350.00
10/09/20	CAL	Review and analyze financial reports for the period ending September 19, 2020 circulated by A. Lomen on 10/9/2020 for use in preparation of monthly operating report.	1.00	\$350.00
10/09/20	CAL	Revise application to employ A. Lomen and S. Neuman-Full to provide for A. Lomen's relationship with UMC Equipment, a former creditor of the Debtor.	0.30	\$105.00
10/09/20	CAL	Review and analyze correspondence from Judge Ridgway's chambers that disclosure statement hearing set for 10/15/2020 will be converted to a status conference.	0.20	\$70.00

Ranchers Legacy Meat Company

11/09/2020

Re: In Re Bankruptcy Related Work

Invoice 2609029

ID: 018510-000003 - CAL

Page 3

Date	Atty	Description	Hours	Amount
10/12/20	CAL	Draft fourth interim fee application of Foley & Mansfield PLLP.	1.50	\$525.00
10/12/20	CAL	Review and analyze revisions to first amended disclosure statement circulated by J. Klobucar.	0.50	\$175.00
10/12/20	CAL	Review and analyze updated check register and account reconciliation report for TCF account circulated by F. Barnard.	0.30	\$105.00
10/12/20	CAL	Review and analyze email from P. Brennan raising concerns regarding single invoice (JBS Partners) included on A. Lomen's most recent check run request; Telephonic conference with P. Brennan to discuss same.	0.30	\$105.00
10/13/20	TJL	Email re: D/S.	0.20	\$70.00
10/13/20	CAL	Revise application to employ A. Lomen and S. Neuman-Full and make arrangements for filing and service of same.	0.40	\$140.00
10/13/20	CAL	Draft notice of continued hearing regarding adequacy of disclosure statement as requested by Judge Ridgway's chambers and make arrangements for filing and service of same.	0.30	\$105.00
10/13/20	CAL	Review and analyze correspondence from R. Beckmann (counsel for Blue Grace Logistics) and attached contracts/agreements responding to demand letter and detailing his client's positions.	0.70	\$245.00
10/13/20	CAL	Review and analyze correspondence from Judge Ridgway's chambers indicating that disclosure statement hearing set for 10/15/2020 needs to be continued to 10/29/2020.	0.20	\$70.00
10/13/20	CAL	Review and analyze report of US Trustee in support of employment of A. Lomen and S. Neuman-Full filed on 10/13/2020.	0.20	\$70.00
10/13/20	CAL	Telephonic conference with A. Lomen to discuss recently filed motion to dismiss/convert case and strategy for responding to same.	0.30	\$105.00
10/13/20	CAL	Review and analyze TCF account reconciliation report prepared by F. Barnard on 10/13/2020.	0.30	\$105.00
10/14/20	CAL	Revise fourth interim fee application for Platinum Management and make arrangements for filing and service of same.	0.60	\$210.00
10/14/20	CAL	Revise fourth interim fee application for Foley & Mansfield PLLP and make arrangements for filing and service of same.	0.60	\$210.00
10/14/20	CAL	Review and analyze order approving employment of A. Lomen and S. Neuman-Full entered on 10/14/2020.	0.20	\$70.00
10/14/20	CAL	Prepare monthly operating report for period ended 9/19/2020 and make arrangements for filing and service of same.	1.30	\$455.00
10/14/20	CAL	Review and analyze various correspondences between P. Brennan and A. Lomen regarding minor (\$245) variation between inventory balance used for closing on 9/21/2020 and US Trustee Report for period ended 9/19/2020.	0.30	\$105.00
10/14/20	CAL	Review and analyze final sale closing analysis report prepared and circulated by R. Peterson on 10/14/2020.	0.30	\$105.00
10/14/20	CAL	Review and analyze TCF account reconciliation report circulated by F. Barnard on 10/14/2020.	0.30	\$105.00
10/15/20	CAL	Review and analyze case law in 8th Circuit regarding motion to dismiss/convert standards in preparation for drafting response to Ratcliff's motion to dismiss/convert.	1.00	\$350.00
10/15/20	CAL	Draft opposition to motion to dismiss/convert case filed by Ratcliff.	2.50	\$875.00
10/15/20	CAL	Review and analyze TCF account reconciliation report for 10/15/2020 circulated by F. Barnard.	0.20	\$70.00
10/16/20	CAL	Complete drafting of joint objection of Debtor and Committee to motion to dismiss/convert case and circulate same for review and comment.	1.50	\$525.00

Ranchers Legacy Meat Company

11/09/2020

Re: In Re Bankruptcy Related Work

Invoice 2609029

ID: 018510-000003 - CAL

Page 4

Date	Atty	Description	Hours	Amount
10/19/20	TJL	Work on response to motion to dismiss.	1.10	\$385.00
10/19/20	CAL	Telephonic conference with T. Lallier to discuss chapter 7 administrative expense calculation in support of objection to motion to convert case.	0.30	\$105.00
10/19/20	CAL	Review and analyze correspondence from chambers indicating that 9019 motion set for hearing on 10/22/2020 will proceed by default.	0.20	\$70.00
10/19/20	CAL	Review and analyze TCF account reconciliation report for the week ending 10/16/2020 circulated by F. Barnard.	0.40	\$140.00
10/20/20	CAL	Review and analyze purchase price reconciliation report prepared and circulated by R. Peterson and review correspondence from R. Peterson to A. Lomen with question regarding same.	0.30	\$105.00
10/21/20	CAL	Review and analyze S. Golden's proposed revisions to objection to motion to convert case and incorporate same.	0.50	\$175.00
10/21/20	CAL	Review and respond to correspondence from J. Landy inquiring as to status of 9019 motion on 10/22/2020.	0.20	\$70.00
10/22/20	TJL	Review and analyze ULC changes to response to motion to convert.	0.80	\$280.00
10/22/20	CAL	Review and analyze order granting 9019 motion entered on 10/22/2020.	0.30	\$105.00
10/22/20	CAL	Review and analyze correspondence from P. Brennan to A. Lomen regarding final true up between debtor and buyer and accompanying detail analysis.	0.30	\$105.00
10/23/20	TJL	Final review of response to conversion.	0.70	\$245.00
10/23/20	CAL	Review and analyze US Trustee's response in support of motion to convert case filed on 10/23/2020.	0.70	\$245.00
10/23/20	CAL	Make final revisions to objection to motion to convert case and make arrangements for filing and service of same.	0.80	\$280.00
10/23/20	CAL	Review and analyze update true up analysis circulated by A. Lomen on 10/23/2020.	0.30	\$105.00
10/26/20	CAL	Review and analyze TCF account reconciliation report for the week ending 10/23/2020 circulated by F. Barnard.	0.40	\$140.00
10/26/20	CAL	Review and respond to correspondence from M. Muller regarding execution of consent to use of name by buyer.	0.20	\$70.00
10/26/20	CAL	Review and respond to correspondence from C. Dokken and A. Barry regarding where to submit settlement payments.	0.20	\$70.00
10/26/20	CAL	Review and analyze Ratcliff's reply memo in support of motion to convert case filed on 10/26/2020.	0.50	\$175.00
10/27/20	TJL	Analysis of broker liability on offsets.	0.40	\$140.00
10/27/20	CAL	Review and respond to correspondence from F. Barnard regarding initiation of Ratcliff's wire for settlement payment.	0.20	\$70.00
10/27/20	CAL	Review and analyze first interim fee application filed by Pachulski (counsel for the Committee) covering 10/1/2020 through 3/31/2020.	1.10	\$385.00
10/27/20	CAL	Review and respond to correspondence from R. Beckmann (Blue Grace Logistics) requesting a status update.	0.20	\$70.00
10/27/20	CAL	Draft correspondence to S. Mansfield detailing research assignment regarding Carmack Amendment and broker liability issues as it relates to Blue Grace Logistics dispute.	0.30	\$105.00
10/28/20	SCM	Research on Westlaw for cases outlining the differences between a carrier and a brokers for purposes of liability arising out of the Carmack Amendment.	3.70	\$925.00
10/28/20	CAL	Revise first amended plan and disclosure statement.	1.60	\$560.00
10/28/20	CAL	Prepare and finalize exhibits 1-4 to first amended disclosure statement.	1.30	\$455.00

Ranchers Legacy Meat Company

11/09/2020

Re: In Re Bankruptcy Related Work

Invoice 2609029

ID: 018510-000003 - CAL

Page 5

Date	Atty	Description	Hours	Amount
10/28/20	CAL	Review and analyze memorandum prepared by S. Mansfield regarding applicability of Carmack Amendment to freight brokers as it relates to Blue Grace Logistics claims.	0.50	\$175.00
10/28/20	CAL	Telephonic conference with A. Lomen to discuss true up status and preparations for motion to convert hearing set for 10/29/2020.	0.40	\$140.00
10/29/20	TJL	Prepare for and attend hearing re: P/S and conversion.	1.50	\$525.00
10/29/20	CAL	Prepare for and attend hearings on (i) Ratcliff's motion to dismiss and (ii) adequacy of disclosure statement, before Judge Ridgway.	3.00	\$1,050.00
10/29/20	CAL	Review and analyze order granting Bassford & Remele fee application entered on 10/29/2020.	0.20	\$70.00
10/29/20	CAL	Review and analyze correspondence from F. Barnard confirming receipt of all settlement wires in Ratcliff/GWB adversary proceeding.	0.20	\$70.00
10/29/20	CAL	Make final revisions to first amended disclosure statement and make arrangements for filing of same.	0.50	\$175.00
10/30/20	CAL	Review and analyze correspondence from K. Edstrom requesting documentation and depositions of A. Lomen and R. Peterson in preparation for evidentiary hearing on motion to convert.	0.30	\$105.00
10/30/20	CAL	Begin drafting supplemental appellate brief requested by Judge Brasel regarding Ratcliff's pending appeals.	1.60	\$560.00
10/30/20	CAL	Review and respond to correspondence from A. Lomen regarding payment of US Trustee fees.	0.20	\$70.00
10/30/20	CAL	Review and analyze Ratcliff's objection to fourth interim fee applications of Platinum Management and Foley & Mansfield filed on 10/30/2020.	0.50	\$175.00
10/30/20	CAL	Telephonic conference with J. Klobucar to discuss strategy for supplemental appellate brief.	0.30	\$105.00
Total Fees			51.50	\$17,655.00

Fee Recap

			Rate	Hours	Amount
CAL	Cameron A. Lallier	Partner	\$350.00	41.80	\$14,630.00
TJL	Thomas J. Lallier	Partner	\$350.00	6.00	\$2,100.00
SCM	Sean C. Mansfield	Associate	\$250.00	3.70	\$925.00
Totals				51.50	\$17,655.00

Disbursements

Date	Activity	Type	Description	Amount
10/22/20	09/30/20	18H	Ring2 Communications LLC - Litigation Support Vendors LoopUp conference call service for the month of September, 2020	\$12.76
10/26/20	09/24/20	6H	West Group - Online Research - Westlaw online research September, 2020	\$19.93
10/30/20	10/07/20	18H	PACER Service Center - Litigation Support Vendors - Court document review and images for the quarter ending September 30, 2020.	\$19.90
10/31/20	10/31/20	1S	Copying - Black & White 3,782.00 Copies @ 0.10 Each	\$378.20
Total Disbursements				\$430.79

Ranchers Legacy Meat Company

11/09/2020

Re: In Re Bankruptcy Related Work

Invoice 2609029

ID: 018510-000003 - CAL

Page 6

Disbursements Recap

Type	Amount
Copying - Black & White - SC	\$378.20
Litigation Support Vendors - HC	\$32.66
Online Research - HC	\$19.93
<hr/>	
Total Disbursements	\$430.79

Total Fees, Disbursements and Charges	\$18,085.79
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Thank you - we appreciate your business

10/22/20

09/30/20

18H

Ring2 Communications LLC - Litigation Support Vendors LoopUp conference call service for the month of September, 2020

\$12.76

Invoice # : 288421

Invoice Date : 30-Sep-2020

Account # : 40F00166655-3

Account Name : Foley and Mansfield



Cameron Lallier (lallier@foleymansfield.com)				
Attendee	Started At	Duration	Charge (\$)	Subtotal (\$)
Cameron Lallier's Meeting Room				
+1 (612) 964-8202 (USA)	02-Sep-20 10:58 AM	00:20:00	0.800	3.080
+1 (651) 497-9581 (USA)	02-Sep-20 10:58 AM	00:20:00	0.800	
+1 (612) 812-6059 (USA)	02-Sep-20 11:00 AM	00:18:00	0.720	
+1 (917) 846-2053 (USA-New York)	02-Sep-20 11:00 AM	00:01:00	0.040	
+1 (302) 778-6426 (USA)	02-Sep-20 11:00 AM	00:18:00	0.720	
Cameron Lallier's Meeting Room				
Billing Code: 15483-18		Audio Attendees: 3	5.160	
+1 (612) 816-6390 (USA)	09-Sep-20 2:29 PM	00:43:00	1.720	1.720
+1 (952) 240-3377 (USA)	09-Sep-20 2:29 PM	00:43:00	1.720	
+1 (651) 213-0799 (USA)	09-Sep-20 2:29 PM	00:43:00	1.720	
Billing Code: None		Audio Attendees: 1	0.040	
Cameron Lallier's Meeting Room				
+1 (952) 406-0876 (USA)	10-Sep-20 11:54 AM	00:01:00	0.040	0.040
Billing Code: None		Audio Attendees: 1		
Cameron Lallier's Meeting Room				
+1 (651) 497-9581 (USA)	10-Sep-20 11:54 AM	00:01:00	0.040	3.680
Billing Code: None		Audio Attendees: 4		
+1 (651) 213-0799 (USA)	10-Sep-20 2:28 PM	00:25:00	1.000	
+1 (952) 406-0876 (USA)	10-Sep-20 2:30 PM	00:23:00	0.920	
+1 (612) 756-4166 (USA)	10-Sep-20 2:31 PM	00:22:00	0.880	
+1 (952) 381-7292 (USA)	10-Sep-20 2:31 PM	00:22:00	0.880	0.040
Billing Code: 18510-3		Audio Attendees: 1		
Cameron Lallier's Meeting Room				
+1 (651) 213-0799 (USA)	21-Sep-20 10:58 AM	00:01:00	0.040	9.640
Billing Code: 18510-3		Audio Attendees: 4		
+1 (651) 213-0799 (USA)	21-Sep-20 10:58 AM	01:05:00	2.600	2.600
Billing Code: 18510-3		Audio Attendees: 4		

10/22/20

09/30/20

18H

Ring2 Communications LLC - Litigation Support Vendors LoopUp conference call service for the month of September, 2020

\$12.76

Invoice # : 288421
 Invoice Date : 30-Sep-2020
 Account # : 40F00166655-3
 Account Name : Foley and Mansfield



Cameron Lallier (clallier@foleymansfield.com)				
Attendee	Started At	Duration	Charge (\$)	Subtotal (\$)
+1 (651) 366-6586 (USA)	21-Sep-20 11:03 AM	01:00:00	2.400	
+1 (612) 308-3369 (USA Dial-in +1 (877) 746-4263)	21-Sep-20 11:04 AM	00:59:00	2.360	
+1 (612) 237-9288 (USA Dial-in +1 (877) 746-4263)	21-Sep-20 11:07 AM	00:57:00	2.280	
Number of Meetings 7				Total 21.680

Cathryn Olenek (colenek@foleymansfield.com)				
Attendee	Started At	Duration	Charge (\$)	Subtotal (\$)
Cathryn Olenek's Meeting Room				
Billing Code	None	Audio Attendees: 4		8.960
+1 (847) 915-5373 (USA-Chicago)	21-Sep-20 10:53 AM	01:00:00	2.400	
+1 (708) 261-8956 (USA)	21-Sep-20 10:57 AM	00:56:00	2.240	
Screen sharing presenter	21-Sep-20 10:59 AM	00:54:00	2.160	
Screen sharing viewer	21-Sep-20 10:59 AM	00:54:00	2.160	
Number of Meetings 1				Total 8.960

Chantika Jackson (cjackson@foleymansfield.com)				
Attendee	Started At	Duration	Charge (\$)	Subtotal (\$)
Chantika Jackson's Meeting Room				
Billing Code	None	Audio Attendees: 3		1.800
+1 (847) 721-1654 (USA-Chicago)	03-Sep-20 2:12 PM	00:18:00	0.720	
+1 (773) 677-4938 (USA Dial-in +1 (877) 746-4263)	03-Sep-20 2:14 PM	00:15:00	0.600	
+1 (415) 637-0191 (USA-San Francisco)	03-Sep-20 2:18 PM	00:12:00	0.480	
Number of Meetings 1				Total 1.800

Case 19-32928		Doc 327	Filed 01/07/21	Entered 01/07/21 11:42:41	Desc Main
Date	Activity	Type	Description	Document	Page 20 of 33
10/30/20	10/07/20	18H	PACER Service Center - Litigation Support Vendors - Court document review and images for the quarter ending September 30, 2020.		\$19.90

<u>Client Code</u>	<u>Cost</u>
1010-1424	\$1.05
10743-1	\$1.60
1281-3635	\$5.60
1281-3657	\$1.10
1281-3679	\$1.80
13678-12	\$8.40
13678-9	\$2.00
13775-36	\$7.10
14326-8	\$1.50
14540-1	\$3.20
14914-10	\$6.70
15504-193	\$6.10
15790-2	\$2.20
16086-16	\$3.00
16086-18	\$3.20
16086-20	\$6.10
16820-16	\$1.80
17436-5	\$11.80
17445-2	\$1.00
17585-1	\$6.70
17763-1	\$3.40
17849-0	\$14.00
17849-30	\$11.30
18510-3	\$19.90
19408-1	\$3.80
19444-1	\$22.90
19650-2	\$2.80
19767-1	\$2.90
20101-3	\$2.00
20126-1	\$3.90
20217-1	\$12.30
20231-1	\$75.10
20274-1	\$3.20
20275-8	\$1.00
20310-1	\$1.80
20333-1	\$3.70
20340-1	\$15.20
20419-1	\$11.10
20441-1	\$9.90
20441-2	\$1.00
2301-1566	\$1.05
2639-647	\$10.60
2696-1433	\$1.05
2833-1007	\$1.05
8027-0082	\$10.00
8027-0083	\$3.90
8030-0046	\$2.70
18879-18	\$2.30
20235-4	\$8.90
18927-7	\$20.70
20191-1	\$4.50
2612-310	\$2.70
Firm	\$141.60
TOTAL	\$514.20

250 Marquette Ave | Suite 1200 | Minneapolis, MN 55401

612-338-8788

Tax ID NO. 41-1646736

Invoice 2618240

Arlyn Lomen
Ranchers Legacy Meat Company
4301 White Bear Parkway
Vadnais Heights, MN 55110

Invoice Date 12/07/2020
Work Billed Through 11/30/2020

Ranchers Legacy Meat Company
Matter ID: 018510-000003 - Cameron A. Lallier
Re: In Re Bankruptcy Related Work

Current Fees	\$11,265.00
Current Disbursements	\$2,818.53

Total Due	\$14,083.53
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Ranchers Legacy Meat Company

12/07/2020

Re: In Re Bankruptcy Related Work

Invoice 2618240

ID: 018510-000003 - CAL

Page 2

Fees

Date	Atty	Description	Hours	Amount
11/02/20	CAL	Review and analyze TCF account reconciliation report for the week ending 10/30/2020 circulated by F. Barnard.	0.40	\$140.00
11/02/20	CAL	Complete drafting of supplemental briefing on Ratcliff appeals requested by Judge Brasel.	3.50	\$1,225.00
11/02/20	CAL	Review and analyze correspondence from J. Klobucar regarding procedural issues with Ratcliff's objection to interim fee applications filed on 10/30/2020.	0.20	\$70.00
11/02/20	CAL	Review and respond to correspondence from K. Edstrom regarding scheduling of depositions and production of documents in connection with evidentiary hearing on motion to convert.	0.30	\$105.00
11/02/20	CAL	Review and analyze claim filed on 11/2/2020 by Euler Hermes NA as agent for England Logistics Inc (claim 33).	0.20	\$70.00
11/02/20	CAL	Telephonic conference with P. Brennan to discuss Ratcliff's fee applications objection and strategy for response.	0.50	\$175.00
11/02/20	TJL	Work on Appeal Brief.	0.60	\$210.00
11/03/20	JJL	Receive and review order setting evidentiary hearing on disclosure statement and motion to convert case to Chapter 7; calendar all hearing and deadlines.	0.20	\$30.00
11/03/20	CAL	Revise supplemental joint brief of appellees requested by Judge Brasel and make arrangements for filing and service of same.	1.50	\$525.00
11/03/20	CAL	Review and analyze Order for Evidentiary Hearing and for Use of Electronic Evidence entered on 11/3/2020 regarding Ratcliff's motion to convert and the adequacy of the disclosure statement.	0.30	\$105.00
11/03/20	CAL	Review and analyze updated closing analysis prepared by R. Peterson to include accounting for PPP funds and administrative fees incurred after April 25, 2020.	0.30	\$105.00
11/03/20	CAL	Draft correspondence to K. Edstrom inquiring whether Ratcliff consents to payment of Ochsner secured claim from sales proceeds.	0.20	\$70.00
11/03/20	CAL	Telephonic conference with R. Peterson to discuss updated closing analysis and related issues.	0.30	\$105.00
11/03/20	CAL	Telephonic conference with P. Brennan, R. Peterson and T. Lallier to discuss strategy for responding to Ratcliff's claims of misrepresentations to court regarding sales motion and liquidation analysis in connection with motion to convert case.	0.50	\$175.00
11/03/20	TJL	Review and analyze spreadsheet re: fee objection; work on Appellate Brief.	2.30	\$805.00
11/04/20	CAL	Draft correspondence to K. Edstrom regarding deposition scheduling for A. Lomen and R. Peterson and production of closing documents.	0.20	\$70.00
11/04/20	CAL	Review and respond to correspondence from J. Landy regarding status of stipulations for dismissal required by settlement agreement and approval order.	0.30	\$105.00
11/05/20	CAL	Prepare for and attend hearing on fourth interim fee applications of Foley & Mansfield and Platinum Management.	2.10	\$735.00
11/05/20	CAL	Draft stipulation for dismissal in GWB/Ratcliff adversary proceeding.	1.00	\$350.00
11/05/20	CAL	Telephonic conference with P. Brennan to discuss choice bank sales proceed escrow account balance and related issues.	0.20	\$70.00
11/05/20	CAL	Review and analyze orders approving fee applications entered on 11/5/2020 and draft correspondence to A. Lomen regarding open, approved fee applications to be paid.	0.30	\$105.00
11/06/20	CAL	Telephonic conference with A. Lomen to discuss motion to convert evidentiary hearing and preparation for deposition in connection therewith.	0.80	\$280.00

Ranchers Legacy Meat Company

12/07/2020

Re: In Re Bankruptcy Related Work

Invoice 2618240

ID: 018510-000003 - CAL

Page 3

Date	Atty	Description	Hours	Amount
11/06/20	CAL	Review and analyze correspondence from K. Edstrom setting depositions of A. Lomen and R. Peterson on 12/3/2020; Draft correspondence to A. Lomen and R. Peterson regarding same.	0.30	\$105.00
11/06/20	CAL	Draft correspondence to K. Edstrom providing copies of all closing documents requested as informal discovery in connection with evidentiary hearing on motion to convert case and disclosure statement hearing.	0.40	\$140.00
11/06/20	CAL	Draft correspondence to A. Lomen requesting current outstanding balance on Ochsner debt as requested by K. Edstrom.	0.20	\$70.00
11/09/20	CAL	Make final revisions to stipulation for partial dismissal and proposed order in GWB/Ratcliff adversary proceeding and make arrangements for filing and service of same.	0.50	\$175.00
11/09/20	CAL	Review and analyze TCF account reconciliation report for the week ending 10/30/2020 circulated by F. Barnard.	0.30	\$105.00
11/10/20	CAL	Review and analyze order for partial dismissal with prejudice in GWB/Ratcliff adversary proceeding entered on 11/10/2020.	0.30	\$105.00
11/10/20	CAL	Draft follow-up correspondence to K. Edstrom requesting authority to pay Ochsner secured claim from sales proceeds and providing information requested regarding same.	0.20	\$70.00
11/10/20	CAL	Review and respond to correspondence from J. Cremer (counsel for Ochsner) regarding prospects for paying his client's secured claim from sales proceeds and Ratcliff's change in position regarding same.	0.30	\$105.00
11/11/20	CAL	Review and analyze correspondence from K. Edstrom indicating his client will not be able to respond to our request to pay Ochsner claim until after depositions scheduled for 12/3/2020.	0.20	\$70.00
11/11/20	CAL	Draft correspondence to K. Edstrom indicating that if his client will not stipulate to payment of Ochsner claim, debtor will bring motion for authority to pay claim and seek fees for Ratcliff's unreasonable conduct in connection therewith.	0.20	\$70.00
11/11/20	CAL	Review and analyze correspondence from C. Dokken regarding lapse in property insurance and seeking information confirming the same has been rectified by buyer.	0.20	\$70.00
11/11/20	CAL	Draft correspondence to A. Lomen seeking post-sale proof of insurance requested by landlord's counsel.	0.20	\$70.00
11/11/20	CAL	Review and analyze proof of post-sale property insurance coverage provided by A. Lomen and draft correspondence to C. Dokken regarding same.	0.20	\$70.00
11/12/20	CAL	Review correspondence from US Trustee's office regarding underpayment for Q3 2020 trustee fees; Draft correspondence to A. Lomen regarding same.	0.20	\$70.00
11/13/20	CAL	Telephonic conference with P. Brennan to discuss final reconciliation between buyer and debtor following 9/21/2020 sale closing and preparation for 12/18/2020 evidentiary hearing on motion to convert and disclosure statement.	1.00	\$350.00
11/16/20	CAL	Review and analyze TCF account reconciliation report for the week ending 10/30/2020 circulated by F. Barnard.	0.30	\$105.00
11/16/20	CAL	Review and analyze financials for period ended 10/24/2020 circulated by A. Lomen in preparation for preparing monthly trustee report.	0.50	\$175.00
11/16/20	CAL	Draft status update to J. Cremer (Ochsner) regarding discussions with K. Edstrom regarding payment of Ochsner's secured claim.	0.20	\$70.00
11/17/20	CAL	Review and analyze appellant's supplemental brief filed on 11/17/2020.	1.60	\$560.00
11/17/20	CAL	Review and analyze notice of deposition and subpoena served upon A. Lomen by K. Edstrom on 11/17/2020.	0.50	\$175.00
11/17/20	CAL	Review and analyze notice of deposition and subpoena served upon R. Peterson by K. Edstrom on 11/17/2020.	0.50	\$175.00

Ranchers Legacy Meat Company

12/07/2020

Re: In Re Bankruptcy Related Work

Invoice 2618240

ID: 018510-000003 - CAL

Page 4

Date	Atty	Description	Hours	Amount
11/17/20	CAL	Review and analyze correspondence from J. Klobucar regarding appellant's supplemental appeal brief and strategy regarding same for oral argument on 12/1/2020.	0.20	\$70.00
11/18/20	CAL	Review and analyze application for compensation filed by Bassford Remele on 11/18/2020.	0.30	\$105.00
11/18/20	CAL	Telephonic conference with P. Brennan to discuss response to motion to convert case and preparation for deposition of R. Peterson scheduled for 12/3/2020.	0.80	\$280.00
11/18/20	TJL	Review and analyze Ratcliff reply brief.	0.80	\$280.00
11/19/20	CAL	Review and analyze order granting Pachulski's first interim fee application entered on 11/19/2020 and draft correspondence to A. Lomen regarding same.	0.30	\$105.00
11/19/20	CAL	Draft correspondence to A. Lomen and R. Peterson requesting update on status of monthly operating report for period ended 10/24/2020; Review response to same.	0.20	\$70.00
11/19/20	CAL	Review and analyze correspondence from A. Lomen regarding payment of outstanding balance to US Trustee's office and explanation of accrued interest.	0.20	\$70.00
11/20/20	CAL	Prepare monthly operating report for period ended 10/24/2020 and make arrangements for filing and service of same.	1.00	\$350.00
11/20/20	CAL	Review and analyze correspondence from TCF Bank indicating that PPP loan forgiveness is expected to be full forgiveness and detailing process for SBA approval of same.	0.30	\$105.00
11/23/20	CAL	Review and analyze TCF account reconciliation report for the week ending 10/30/2020 circulated by F. Barnard.	0.30	\$105.00
11/24/20	CAL	Review and respond to correspondence from M. Fiscom (counsel for Blue Grace Logistics) regarding freight payable dispute and seeking to schedule call to discuss same.	0.20	\$70.00
11/25/20	CAL	Review and respond to correspondence from A. Lomen requesting approval to pay 2 open invoices.	0.20	\$70.00
11/30/20	CAL	Review and analyze TCF account reconciliation report for the week ending 10/30/2020 circulated by F. Barnard.	0.30	\$105.00
11/30/20	CAL	Telephonic conference with M. Fisco regarding potential resolution of cross claims regarding freight payable dispute.	0.60	\$210.00
11/30/20	CAL	Telephonic conference with R. Peterson to prepare for 12/3/2020 deposition.	1.00	\$350.00
11/30/20	CAL	Prepare for and participate in conference call with J. Klobucar and C. Robinson to discuss strategy and logistics for appellate oral argument on 12/1/2020.	1.10	\$385.00
Total Fees			32.30	\$11,265.00

Fee Recap

			Rate	Hours	Amount
CAL	Cameron A. Lallier	Partner	\$350.00	28.40	\$9,940.00
TJL	Thomas J. Lallier	Partner	\$350.00	3.70	\$1,295.00
JJL	Jackie J. LaVaque	Paralegal	\$150.00	0.20	\$30.00
Totals				32.30	\$11,265.00

Disbursements

Date	Activity	Type	Description	Amount
11/19/20	10/31/20	18H	Ring2 Communications LLC - Litigation Support Vendors LoopUp conference call service for the month of October, 2020	\$4.00
11/30/20	10/30/20	6H	West Group - Online Research Westlaw online research October, 2020	\$1,989.52

Ranchers Legacy Meat Company 12/07/2020
 Re: In Re Bankruptcy Related Work Invoice 2618240
 ID: 018510-000003 - CAL Page 5

Date	Activity	Type	Description	Amount
11/30/20	10/30/20	6H	West Group - Online Research Westlaw online research October, 2020	\$825.01
Total Disbursements				\$2,818.53

Disbursements Recap

Type	Amount
Litigation Support Vendors - HC	\$4.00
Online Research - HC	\$2,814.53
Total Disbursements	\$2,818.53

Total Fees, Disbursements and Charges \$14,083.53

Thank you - we appreciate your business

11/19/20 10/31/20 18H Ring2 Communications LLC - Litigation Support Vendors \$4.00
 LoopUp conference call service for the month of October, 2020

Invoice # : 292188
 Invoice Date : 31-Oct-2020
 Account # : 40F00116665-3
 Account Name : Foley and Mansfield



LoopUp™
 282 2nd Street, Suite 200
 San Francisco, CA 94105
 United States

Billing Matter	Name	DATE	SUBJECT	ATTENDEE TYPE	TIME	Total
18510-3	Cameron Lallier	7-Oct-20	Cameron Lallier's Meeting Room			4.00
			+1 (212) 561-7715	Guest	1:25 PM	0.84
			+1 (302) 778-6424	Guest	1:31 PM	0.60
			+1 (302) 778-6426	Guest	1:30 PM	0.64
			+1 (612) 812-6059	Guest	1:32 PM	0.56
			+1 (612) 964-8202	Guest	1:29 PM	0.68
			+1 (651) 497-9581	Host	1:29 PM	0.68
18510-3 Total						4.00
18831-0134	Nicole Yuen	8-Oct-20	Nicole Yuen's Meeting Room			0.04
			+1 (510) 590-9553	Guest	12:26 PM	0.04
18831-0134 Total						0.04
18831-0147 and 18137-0019	Andrew Sharp	27-Oct-20	Andrew Sharp's Meeting Room			3.32
			+1 (248) 910-4688	Host	2:23 PM	0.60
			+1 (415) 497-8948	Guest	2:23 PM	0.60
			+1 (510) 502-1674	Guest	2:25 PM	0.52
			+1 (510) 735-7601	Guest	2:23 PM	0.40
			+1 (714) 473-8846	Guest	2:24 PM	0.60
			+1 (925) 437-2028	Guest	2:23 PM	0.60
18831-0147 and 18137-0019 Total						3.32
18915-2	Thomas Priebe	15-Oct-20	Thomas Priebe's Meeting Room			1.20
			+1 (612) 387-1053	Guest	12:59 PM	0.36
			+1 (715) 490-2061	Guest	12:58 PM	0.40
			+7 637815054	Guest	12:56 PM	0.04
					12:58 PM	0.40
18915-2 Total						1.20
19007-1	Thomas Priebe	21-Oct-20	Thomas Priebe's Meeting Room			8.08
			+1 (212) 233-7525	Guest	10:37 AM	2.52
			+1 (612) 964-1509	Guest	10:35 AM	2.60
			+1 (715) 490-2061	Guest	10:26 AM	2.96
19007-1 Total						8.08
19452-1	Terry Hall	8-Oct-20	Terry Hall's Meeting Room			3.88
			+1 (206) 300-8913	Host	3:00 PM	1.04
			+1 (207) 752-0863	Guest	3:01 PM	1.00
			+1 (720) 963-7230	Guest	3:03 PM	0.04
			+1 (720) 963-7320	Guest	3:04 PM	0.88
			+1 (860) 547-6176	Guest	3:03 PM	0.92
19452-1 Total						3.88
19570-0001	Dustin Priebe	2-Oct-20	Dustin Priebe's Meeting Room			8.80
			+1 (303) 507-5810	Host	9:00 AM	0.40
			+1 (617) 416-5326	Guest	9:00 AM	0.40
			+1 (719) 314-8093	Guest	8:57 AM	0.48
			+1 (719) 600-1341	Guest	9:02 AM	7.00
			+1 (719) 641-5813	Guest	9:00 AM	0.36
			+1 (805) 404-5984	Guest	8:59 AM	0.16
19570-0001 Total						8.80

250 Marquette Ave | Suite 1200 | Minneapolis, MN 55401

612-338-8788

Tax ID NO. 41-1646736

Invoice 2626622

Arlyn Lomen
Ranchers Legacy Meat Company
4301 White Bear Parkway
Vadnais Heights, MN 55110

Invoice Date 01/06/2021
Work Billed Through 12/31/2020

Ranchers Legacy Meat Company
Matter ID: 018510-000003 - Cameron A. Lallier
Re: In Re Bankruptcy Related Work

Current Fees	\$12,635.00
Current Disbursements	\$2,462.64

Total Due	\$15,097.64
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Ranchers Legacy Meat Company

01/06/2021

Re: In Re Bankruptcy Related Work

Invoice 2626622

ID: 018510-000003 - CAL

Page 2

Fees

Date	Atty	Description	Hours	Amount
12/01/20	TJL	Attend oral arguments re: Ratcliff appeal.	1.20	\$420.00
12/01/20	CAL	Prepare for and attend oral argument before Judge Nancy Brasel on three consolidated appeals brought by J. Ratcliff regarding lien avoidance orders and sales approval order.	3.50	\$1,225.00
12/01/20	CAL	Telephonic conference with A. Lomen to prepare for deposition scheduled for 12/3/2020.	0.80	\$280.00
12/01/20	CAL	Prepare documents responsive to subpoenas served on A. Lomen and R. Peterson in connection with 12/3/2020 depositions and draft correspondence to K. Edstrom providing same.	0.70	\$245.00
12/01/20	CAL	Draft correspondence to K. Edstrom requesting agreement to pay secured claim of Ochsner Partnership; Review and analyze response to same.	0.30	\$105.00
12/02/20	CAL	Telephonic conference with A. Lomen to discuss questions regarding certain of deposition exhibits circulated by K. Edstrom.	0.30	\$105.00
12/02/20	CAL	Review and analyze second interim fee application filed by Pachulski firm on 12/2/2020.	0.60	\$210.00
12/02/20	CAL	Review and respond to K. Edstrom's request for status update regarding estate funds in preparation for 12/3/2020 depositions.	0.30	\$105.00
12/02/20	CAL	Review and analyze additional exhibits identified by K. Edstrom and circulated at 5:00 p.m. for use during 12/3/2020 depositions	0.20	\$70.00
12/02/20	CAL	Telephonic conference with J. Klobucar to discuss strategy and logistics in preparation for A. Lomen and R. Peterson depositions on 12/3/2020.	1.10	\$385.00
12/02/20	CAL	Begin working on second amended plan and disclosure statement.	0.60	\$210.00
12/02/20	CAL	Review and analyze exhibit list and exhibits circulated by K. Edstrom for use in connection with depositions of A. Lomen and R. Peterson scheduled for 12/3/2020.	1.10	\$385.00
12/03/20	CAL	Prepare for and attend deposition of Arlyn Lomen conducted by K. Edstrom in connection with J. Ratcliff's motion to convert case.	3.00	\$1,050.00
12/03/20	TJL	Work on First Amended Plan and R/S Statement.	1.00	\$350.00
12/03/20	CAL	Prepare for and attend deposition of Rod Peterson conducted by K. Edstrom in connection with J. Ratcliff's motion to convert case.	4.50	\$1,575.00
12/04/20	CAL	Telephonic conference with J. Klobucar to discuss 12/3/2020 depositions of A. Lomen and R. Peterson and strategy for preparing for 12/18/2020 evidentiary hearing in light of same.	1.00	\$350.00
12/04/20	CAL	Review and respond to correspondence from Judge Ridgway's calendar clerk regarding status of trial in Adv. Pro. #19-3095 set for 12/15/2020 recommending same be stricken as all counts in the Complaint have been fully resolved at this time.	0.30	\$105.00
12/04/20	CAL	Review and analyze correspondence from Judge Ridgway's chambers indicating that trial in Adv. Pro. # 19-3095 set for 12/15/2020 will be stricken as all matters in the Complaint are resolved (pending appeal).	0.30	\$105.00
12/07/20	CAL	Review and respond to correspondence from Judge Ridgway's chambers regarding need to continue evidentiary hearing currently set for 12/18/2020 and proposing either 2/9/2021 or 2/11/2021 as continued hearing dates; Review and analyze other parties' responses to same.	0.30	\$105.00
12/07/20	CAL	Telephonic conference with A. Lomen to discuss continuation of evidentiary hearing on motion to convert and adequacy of disclosure statement.	0.30	\$105.00
12/07/20	CAL	Telephonic conference with R. Peterson to discuss continuation of evidentiary hearing on motion to convert and adequacy of disclosure statement.	0.30	\$105.00

Ranchers Legacy Meat Company

01/06/2021

Re: In Re Bankruptcy Related Work

Invoice 2626622

ID: 018510-000003 - CAL

Page 3

Date	Atty	Description	Hours	Amount
12/07/20	CAL	Review and analyze TCF account reconciliation report for the week ending 12/4/2020 circulated by F. Barnard.	0.30	\$105.00
12/07/20	CAL	Review and analyze amended order for evidentiary hearing regarding motion to convert and disclosure statement entered on 12/7/2020.	0.30	\$105.00
12/10/20	TJL	Conference call with Ratcliff and UCC re: settlement; conference call with UCC re: same.	0.80	\$280.00
12/10/20	CAL	Telephonic conference with K. Edstrom, C. Dokken, C. Robinson, J. Klobucar and T. Lallier to discuss presentation of global settlement offer from J. Ratcliff.	0.50	\$175.00
12/10/20	CAL	Telephonic conference with J. Klobucar, C. Robinson and T. Lallier to discuss strategy for responding to recently received Ratcliff settlement proposal.	0.40	\$140.00
12/10/20	CAL	Review and analyze order granting Bassford Remele fee application entered on 12/10/2020.	0.30	\$105.00
12/10/20	CAL	Review and analyze formal Rule 408 settlement proposal drafted and circulated by K. Edstrom on 12/10/2020; Draft correspondence to A. Lomen, P. Brennan and R. Peterson regarding same.	0.30	\$105.00
12/10/20	CAL	Review and analyze transcript of A. Lomen's 12/3/2020 deposition testimony received on 12/10/2020.	0.60	\$210.00
12/10/20	CAL	Review and analyze transcript of A. Lomen's 12/3/2020 deposition testimony received on 12/10/2020.	1.30	\$455.00
12/11/20	TJL	Review and analyze email from Ratcliff re: settlement proposal.	0.30	\$105.00
12/11/20	CAL	Telephonic conference with P. Brennan regarding settlement offer received from Ratcliff on 12/10/2020 and need to calculate precise "net to unsecured creditors" figure; Draft follow up correspondence to R. Peterson and P. Brennan regarding same.	0.30	\$105.00
12/11/20	CAL	Telephonic conference with A. Lomen to discuss settlement proposal received from Ratcliff on 12/10/2020.	0.30	\$105.00
12/11/20	CAL	Review and analyze report prepared by P. Brennan calculating "Net to Unsecured Creditors" Figure as of 12/11/2020; Telephonic conference with P. Brennan and R. Peterson to discuss same.	0.60	\$210.00
12/11/20	CAL	Review and analyze financials for period ended 11/21/2020 circulated by A. Lomen in preparation for preparing monthly trustee report.	0.60	\$210.00
12/14/20	CAL	Review and analyze TCF account reconciliation report for the week ending 12/11/2020 circulated by F. Barnard.	0.30	\$105.00
12/15/20	CAL	Review and respond to correspondence from C. Robinson requesting breakdown of sales proceeds into inventory, A/R and other.	0.40	\$140.00
12/15/20	CAL	Draft correspondence to R. Peterson requesting status update on final approval of 11/21/2020 period end monthly operating report; Review response to same.	0.30	\$105.00
12/15/20	CAL	Review and analyze time sheets for A. Lomen and S. Neuman-Full for 9/21/2020 through 12/5/2020 in preparation for preparing fee application for same.	0.50	\$175.00
12/16/20	CAL	Telephonic conference with C. Dokken to discuss anticipated time frame for counterproposal approval from committee and general logistics regarding Ratcliff's 12/10/2020 settlement proposal; Draft follow-up correspondence regarding same.	0.40	\$140.00
12/16/20	TJL	Prepare for and attend conference call with UCC re: settlement proposal for Ratcliff.	0.90	\$315.00
12/16/20	CAL	Telephonic conference with A. Lomen to discuss strategy for responding to Ratcliff settlement proposal and next round of professional fee applications.	0.50	\$175.00
12/16/20	CAL	Prepare monthly operating report for period ended 11/21/2020 and make arrangements for filing and service of same.	1.10	\$385.00

Ranchers Legacy Meat Company

01/06/2021

Re: In Re Bankruptcy Related Work

Invoice 2626622

ID: 018510-000003 - CAL

Page 4

Date	Atty	Description	Hours	Amount
12/16/20	CAL	Telephonic conference with C. Robinson, J. Klobucar and T. Lallier to discuss details for counterproposal to Ratcliff's 12/10/2020 settlement proposal	0.60	\$210.00
12/17/20	CAL	Review and respond to correspondence from Judge Frank's chambers requesting status update on bankruptcy proceedings and continued stay of proceedings before Judge Frank.	0.30	\$105.00
12/18/20	CAL	Draft correspondence to K. Edstrom and C. Dokken regarding status of committee discussion of settlement counterproposal.	0.20	\$70.00
12/21/20	CAL	Review and analyze TCF account reconciliation report for the week ending 12/18/2020 circulated by F. Barnard.	0.30	\$105.00
12/22/20	CAL	Draft correspondence to A. Lomen and P. Brennan regarding logistics for paying Ochsner secured debt; Review responses to same.	0.30	\$105.00
12/23/20	CAL	Review and analyze order approving Pachulski's second interim fee application entered on 12/23/2020.	0.30	\$105.00
12/23/20	CAL	Review, analyze and respond to correspondences from K. Edstrom, C. Dokken and C. Robinson regarding status of settlement negotiations and timeline for committee counterproposal.	0.50	\$175.00
12/28/20	CAL	Review and analyze TCF account reconciliation report for the week ending 12/25/2020 circulated by F. Barnard.	0.30	\$105.00
12/30/20	CAL	Review and analyze correspondence from A. Lomen regarding payment of worker's compensation premiums and committee professional fees; Review P. Brennan's response to same.	0.30	\$105.00
Total Fees			36.10	\$12,635.00

Fee Recap

			Rate	Hours	Amount
CAL	Cameron A. Lallier	Partner	\$350.00	31.90	\$11,165.00
TJL	Thomas J. Lallier	Partner	\$350.00	4.20	\$1,470.00
Totals				36.10	\$12,635.00

Disbursements

Date	Activity	Type	Description	Amount
12/21/20	12/10/20	16H	Benchmark Reporting Agency - Trial/Depo Transcripts - Court reporters fees for certified transcripts of A. Lomen and R. Peterson on December 3, 2020.	\$899.15
12/21/20	11/02/20	6H	West Group - Online Research Westlaw charges for the month of November 2020.	\$440.69
12/31/20	12/31/20	1S	Copying - Black & White 11,228.00 Copies @ 0.10 Each	\$1,122.80
Total Disbursements				\$2,462.64

Disbursements Recap

Type	Amount
Copying - Black & White - SC	\$1,122.80
Online Research - HC	\$440.69
Trial/Depo Transcripts - HC	\$899.15
Total Disbursements	\$2,462.64

Ranchers Legacy Meat Company

01/06/2021

Re: In Re Bankruptcy Related Work

Invoice 2626622

ID: 018510-000003 - CAL

Page 5

Total Fees, Disbursements and Charges

\$15,097.64

Thank you - we appreciate your business

12/21/20 12/10/20 Benchmark Reporting Agency - Trial/Depo Transcripts - \$899.15
 Court reporters fees for certified transcripts of A. Lomen and
 R. Peterson on December 3, 2020.



Cameron Lallier
 Foley & Mansfield
 250 Marquette Avenue Ste 1200
 Minneapolis, MN 55401

INVOICE

1 of 1

Invoice No.	Invoice Date	Job No.
121632	12/10/2020	69343
Job Date	Case No.	
12/3/2020		
Case Name		
Rancher's Legacy Meat Co et al. vs. James L. Ratcliff and Great Western Bank		
Payment Terms		
Net 30		

CERTIFIED TRANSCRIPT OF:
 Arlyn Lomen 307.13
 CERTIFIED TRANSCRIPT OF:
 Rod Peterson 592.02
TOTAL DUE >>> \$899.15
 AFTER 1/9/2021 PAY \$1,034.02

BENCHMARK is a Certified Woman Owned Company. WBE WOSB WBENC

Benchmark has gone GREEN!
 All TRANSCRIPTS & INVOICES are provided in electronic format directed to the ordering attorney from your firm. If there is a different email address where we should direct this information, please email: info@benchmark-reporting.com. Thank you for helping us keep the trees in the forest!!

Tax ID: 41-1224131

Please detach bottom portion and return with payment.

Cameron Lallier
 Foley & Mansfield
 250 Marquette Avenue Ste 1200
 Minneapolis, MN 55401

Job No. : 69343 BU ID : 1 MAIN
 Case No. :
 Case Name : Rancher's Legacy Meat Co et al. vs. James L. Ratcliff and Great Western Bank
 Invoice No. : 121632 Invoice Date : 12/10/2020
Total Due : \$899.15
 AFTER 1/9/2021 PAY \$1,034.02

Remit To: **Benchmark Reporting Agency, Inc.**
222 South Ninth Street, Suite 450
Minneapolis, MN 55402

PAYMENT WITH CREDIT CARD



Cardholder's Name: _____
 Card Number: _____
 Exp. Date: _____ Phone#: _____
 Billing Address: _____
 Zip: _____ Card Security Code: _____
 Amount to Charge: _____
 Cardholder's Signature: _____
 Email: _____

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA**

In Re:

Rancher's Legacy Meat Co.,

Debtor.

Case No.: 19-3292-MER
Chapter 11 Case

ORDER ALLOWING FEES & EXPENSES OF FOLEY & MANSFIELD P.L.L.P.

This matter came before the Court on the Fifth Interim Application for Allowance of Fees and Expenses of Foley & Mansfield P.L.L.P., legal advisors and counsel for the Debtor, from October 1, 2020 through December 31, 2020. Appearances were noted in the record. Based on the submissions of Applicant and the documents of record herein,

IT IS HEREBY ORDERED;

1. Foley & Mansfield P.L.L.P. fees and expenses incurred between October 1, 2020 through December 31, 2020, in the amount of **\$47,266.96**, are hereby allowed; and

2. Debtor's bankruptcy estate is authorized to pay Foley & Mansfield P.L.L.P. the fees and expenses allowed herein.

Dated: January __, 2021

Hon. Michael E. Ridgway
Chief Judge of the United States Bankruptcy Court